

**BYLAWS
OF
ARTS FOR LIFE**

**ARTICLE ONE
Name Location and Offices**

- 1.1 Name. The name of this corporation shall be: “ARTS FOR LIFE.”
- 1.2 Registered Office and Agent. The corporation shall maintain a registered office in the State of North Carolina, and shall have a registered agent whose office address is identical with the address of such registered office, in accordance with the requirements of the North Carolina Nonprofit Corporation Act.
- 1.3 Other Offices. The principal office of the corporation shall be located at 50 S. French Broad Ave., Ste. 258, Asheville, NC 28801. The Corporation may have offices at such other places as the Board of Directors may from time to time determine, or as the affairs of the corporation may require.

**ARTICLE TWO
Purposes and Governing Instruments**

- 2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the North Carolina Nonprofit Corporation Act.
- 2.2 Charitable Purposes. As set forth in the Articles of Incorporation, the corporation shall act as a nonprofit corporation organized pursuant to the North Carolina Nonprofit Corporation Act. It shall be organized, and at all times thereafter operated, exclusively for charitable, educational, and scientific uses and purposes within the meaning of section of 501c(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:
 - (a) To provide creative opportunities to children and adolescents who battle cancer and other life-threatening illnesses and physical disabilities;
 - (b) To create opportunities for individuals and entities, including artists and college students, to assist and help children who battle cancer and other serious illnesses.
 - (c) To educate the public and facilitate the clearer understandings of childhood illness and disability.
 - (d) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly as determined by the Board of Directors to carry out the purposes of the corporation, as set forth by the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provision of the North Carolina Nonprofit Corporation Act (within and subject to the limitations of section 501(c)3 of the Internal Revenue Code).

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this provision and the articles of incorporation and as are exclusively charitable and are entitled to charitable status under the 501(c)3 of the Internal Revenue Code

2.3 Governing Instruments. The corporation shall be governed by its articles of incorporation and these bylaws.

ARTICLE THREE
Membership

3.1 Membership. The corporation shall not have members.

ARTICLE FOUR
Board of Directors

4.1 Authority and Responsibility of the Board of Directors

- (a) The government and management of the affairs of the corporation shall be vested in the Board of Directors and all the powers, duties, and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.
- (b) The governing body of the corporation shall be the Board of Directors. The Board shall have supervision, control, and direction of the management, affairs, and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation, these bylaws and the North Carolina Nonprofit Corporation Act. The Board of Directors shall delegate the day-to-day operations of the nonprofit to the Executive Director.
- (c) The Board of Directors shall not permit any part of the net earnings or capital of the corporation to be paid out the any Director, Officer, or other private person or individual other than in payment of the fair value of goods or services provided by such person. (See Article thirteen conflicts of interest and Section 11.10(a) of Article Twelve "Immunity".
- (d) The Board of Directors may, for time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the corporation.
- (e) The Board of Directors is authorized to employ such person or persons, including executive director or officer, attorneys, Directors, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by an such person or persons.

4.2 Composition. The power and authority of the Corporation shall be vested in its Board of Directors, which shall consist of not less than five (5) to fifteen (15) directors with the exact number and terms to be determined from time to time by resolution of the Board of

Directors.

- 4.3 Manner of Appointment and Term of Office. The Board of Directors shall be appointed by a vote of the majority of the Board of Directors at a regular meeting. Each Director so appointed shall take office as of the close of the meeting and shall continue in office for a three (3) year term and thereafter until his or her successor shall have been appointed or elected and qualified or until his or her earlier death, resignation, retirement, disqualification, or removal. Directors may be reelected for two additional terms, effective as of August 19, 2015.
- 4.4 Removal. Any Director may be removed, either for or without cause, by the members of the Board of Directors. A removed Director's successor may be appointed by the Board of Directors to serve the unexpired term. Any Director may resign from the Board at any time by giving notice to the president or secretary of the corporation.
- 4.5 Vacancies. Vacancies on the Board of Directors may be filled by a vote of the majority of the directors. A director so chosen to fill a vacancy shall hold office until the expiration of the term of his or her predecessor.
- 4.6 Committees of the Board of Directors. By resolution adopted by the Board of Directors, the Board may designate from among its members an executive committee and other committees, consisting of the number of Directors specified in Articles Eight and Nine of these bylaws. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee. (See also Articles eight and Nine of these bylaws "Committees of Directors" and Special and Standing Committees").
- 4.7 Compensation. Nothing contained in the governing instruments of the corporation shall be construed to prevent the Directors from receiving reasonable compensation for services rendered to, and in furtherance of the purposes and functions of the corporation. (See also Article Twelve "Conflicts of Interest" and Section 11.10 (a) of Article Eleven "Immunity").

ARTICLE FIVE

Meetings of the Board of Directors

- 5.1 Place of the Meetings. Meetings of the Board of Directors may be held at any place within or outside the State of North Carolina as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the corporation.
- 5.2 Regular Meetings: Notice. Regular meetings of the Board of Directors shall be held from time to time at such times and at such places as the Board of Directors may prescribe. If for any reason it is necessary to change the date, time, or place of the scheduled meeting, an alternate date, time or place will be set by the President of the Board. All members of the Board of Directors will be notified of the cancellation of the regular meeting and informed of the alternate date, time and place on an immediate basis as soon as it is determined that the regularly scheduled meeting is to be canceled. Directors will be notified of changes in the regular schedule at least five (5) days prior to the regularly scheduled meeting or the alternate date established for such regular meeting, whichever is earlier. When meetings are to be held which will not allow for five (5) days notice, they must be held as special meetings as provided in Section 4.

- 5.3 Special Meetings: Notice. Special meetings, including Executive Committee meetings, may, from time to time, be necessary to consider some business of an urgent nature, which cannot be delayed until the next regularly scheduled meeting. Every reasonable effort will be made to notify all members of the Board as to date, place and time of special meetings as early as possible after the decision to call such a meeting. Special Meetings of the Board of Directors may be called by or at the request of the chair or executive director, or by two (2) of the Directors in office at that time. Notice of the date, time, place, and purpose of any special meeting of the Board of Directors shall be given by the secretary to the Directors at least twenty-four (24) hours before such a meeting.
- 5.4 Waiver. Attendance or participation by a Director at a meeting shall constitute waiver of notice of such meeting, unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. (See Article Six "Notice and Waiver").
- 5.5 Quorum. At meetings of the Board of Directors, a majority of the number of Directors who are holding office shall be necessary to constitute a quorum for the transaction of business.
- 5.6 Vote Required for Action. Except as otherwise provided in the articles of incorporation, these bylaws or by law, the act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.
- 5.7 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting by this means shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- 5.8 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents, setting forth the action so taken are signed, before or after such an action, by all of the members of the Board of Directors then in office. Such consent shall have the same force and effect as a vote at a meeting duly called. The signed consent, or a signed copy shall be included in the minutes or filed with the corporate records reflecting the action taken.
- 5.9 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific date, time, and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.
- 5.10 Proxies. Directors entitled to vote on any matter before the Board may do so only in person and not by proxy.

ARTICLE SIX
Notice and Waiver

6.1 Procedure. Whenever these bylaws require notice to be given, the notice shall be given in accordance with this Section 6.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, electronic communication, or other form of wire or wireless communication, or by facsimile transmission, mail or private carrier. Written notice is effective at the earliest of the following:

- a) When received;
- b) Five days after its deposit in the mail, as evidenced by the postmark or otherwise, if mailed with at least first-class postage prepaid and correctly addressed; or
- c) One the date shown on the return receipt, if sent be registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, or
- d) If mailed with less than first-class postage, 30 days after its deposit in the mail, as evidenced by the postmark or otherwise, if mailed with postage prepaid and correctly addressed.

Oral notice is effective when communicated if communicated in a comprehensible manner.

6.2 Waiver. Any notice may be waived before of after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the person entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A person's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless such person at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at meeting.

ARTICLE SEVEN Officers

7.1 Number and Qualifications. The executive officers of the Board shall consist of a chair, a president or executive director, a secretary, and a treasurer. The Board of Directors of the corporation shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation; but the corporation shall not be required to have at any time any officers other than a chair, a secretary, and a treasurer. Any two (2) or more offices may be held by the same person, except the offices of the president and the secretary and no individual may act in more than one capacity where action of two or more officers is required.

7.2 Election and Term of Office. The executive officers of the corporation, shall be elected annually by the Board of Directors of the corporation. Such officers shall serve for terms of one (1) year and a maximum of two additional consecutive terms thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. Any other officers or assistant officers appointed by the board of directors of the corporation under section 7.1 of these bylaws shall serve at the will of the Board of Directors of the corporation until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

- 7.3 Removal. Any Officer or agent elected or appointed to the Board of Directors may be removed by the Board of Directors whenever in their judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.
- 7.4 Vacancies. A vacancy in any office arising at any time from any cause may be filled for the unexpired term at any meeting of the Board of Directors by a majority vote.
- 7.5 Chair. The chair must be a member of the Board of Directors of the corporation. The chair shall preside at all meetings of the Board of Directors. The chair shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
- 7.6 President. The president shall be the executive director of the corporation and shall have general supervision over the business of the corporation. The president shall be a non-voting member. The president shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall perform such other duties and have such authority and powers as the Board of Directors may from time to time prescribe.
- 7.7 Secretary. The secretary must be a member of the Board of Directors of the corporation. The secretary shall attend all meetings of the Board of Directors and record, or cause to be recorded, all votes, actions, and the minutes of all proceedings in books to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required and otherwise maintain and authenticate the records of the corporation. The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors. The secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
- 7.8 Treasurer. The treasurer must be a member of the Board of Directors of the corporation. The treasurer shall have oversight of the financial activities of the corporation, including signing power. The treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

ARTICLE EIGHT Committees of the Directors

- 8.1 Executive Committee. By resolution adopted, the Board of Directors shall designate from among its members an Executive Committee, which shall consist of two (2) Directors, including the chair and the president of the corporation, which Executive Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the corporation. However, the designation of any such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director, of any of the responsibility imposed upon it or him or her by law.
- 8.2 Other Committees of Directors. Other committees, each consisting of two (2) or more Directors not having and exercising the authority of the Board of Directors in the Management of the corporation may be designated by a resolution adopted by the members of the Board of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these bylaws, members of each such committee shall be appointed by the Board of Directors of the corporation. Any member of any committee may be removed by the person or persons authorized to

appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

- 8.3 Advisory and Other Committees. The Board of Directors and the Executive Director may provide for such other committees, including committees, advisory groups, or an advisory committee, consisting in whole or in part of persons who are not Directors of the corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors on matters relation to the business and affairs of the corporation; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the article of incorporation or the corporation or these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the Board of Directors and the Executive Director of the corporation. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors.
- 8.4 Term of Appointment. Each member of any committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the Community Board or committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- 8.5 Chairman. One member of any committee shall be appointed chairman thereof by the Board of Directors or the Executive Director.
- 8.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 8.7 Quorum and Vote. Unless otherwise provided in the resolution of the Board of Directors designating any committee, a majority of the committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.
- 8.8 Rules. Any committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE NINE Special and Standing Committees

- 9.1 Finance Committee. The Board of Directors may appoint a Finance Committee consisting of at least two (2) Directors including the Treasurer. The Finance Committee shall perform such duties as are prescribed by the Board or Directors.
- 9.2 Special Committees. The Board of Directors shall appoint such other committees, subcommittees, or task forces as may be necessary or desirable and which are not in conflict with any other provisions of these bylaws; and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment.
- 9.3 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors or until his or her successor is appointed,

unless the committee shall be sooner terminated, or unless such member shall be removed from such committee or unless such member shall cease to qualify as a member thereof.

- 9.4 Chairman. One member of each committee shall be appointed chairman thereof by the Board of Directors.
- 9.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 9.6 Quorum and Vote. Unless otherwise provided in the resolution of the Board of Directors designating any committee, a majority of the committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.
- 9.7 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE TEN

Contracts, Checks, Deposits, and Funds

- 10.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.
- 10.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors.
- 10.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- 10.4 Gifts. The Board of Directors may accept on behalf of the corporation a contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE ELEVEN

Indemnification, Insurance, and Immunity

- 11.1 Indemnification in Actions Other Than Those by or in the Right of the Corporation. The corporation shall indemnify any Director or officer of the corporation (and may indemnify any employee or agent of the corporation) who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than any action by or in the right of the corporation) by reason of the fact that he or she is or was a

Director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, partner, director, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, to the fullest extent allowed by the North Carolina Nonprofit Corporation Act.

- 11.2 Indemnification in Actions by or in the Right of the Corporation. The corporation shall indemnify any Director or officer of the corporation (and may indemnify any employee or agent of the corporation) who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against expenses (including attorney's fees), actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit, to the fullest extent allowed by the North Carolina Nonprofit Corporation Act.
- 11.3 Indemnification of Employees and Agents. The corporation may indemnify and advance expenses under this Article to an employee or agent of the corporation who is not a director or officer to the same or any lesser extent as to a Director or Officer.
- 11.4 Liability Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the corporation or who, while a director, officer, employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent whether or not the corporation would have power to indemnify him or her against the same liability under the Article Eleven.
- 11.5 Amendments. It is the intent of the corporation to indemnify its Directors and officers to the full extent permitted by the Act, as amended from time to time. To the extent that the Act is hereafter amended to permit and North Carolina non-profit corporation to provide to its Directors or officers greater rights to indemnification or advancement of expenses than those specifically set forth hereinabove, the Article shall be deemed amended to require such greater indemnification or more liberal advancement of expenses to its Directors and officers, in each case consistent with the Act as so amended from time to time. No amendment, modification, or rescission of the Article Eleven, or any provision hereof, the effect of which would diminish the rights to indemnification or advancement of expenses as set forth herein shall be effective as to any person with respect to any action taken or omitted by such person prior to such amendment, modification or rescission.
- 11.6 Severability. In the event that any of the provisions of this article (including any provision within a single section, subsection, division, or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions of the Article shall remain enforceable to the fullest extent permitted by law.

- 11.7 Immunity. In accordance with Section 55A-8-60 of the North Carolina Nonprofit Corporation Act, a person serving as a director or officer of the corporation shall be immune from civil liability for monetary damages, except to the extent covered by insurance, for any act or failure to act arising out of this service, except where the person:
- (a) is compensated for his or her services beyond reimbursement for expenses;
 - (b) was not acting within the scope of his or her official duties;
 - (c) was not acting in good faith;
 - (d) committed gross negligence or willful or wanton misconduct that resulted in damage or injury;
 - (e) derived an improper personal financial benefit from the transaction;
 - (f) incurred the liability from the operation of a motor vehicle; or
 - (g) is a defendant in an action brought under Section 55A-8-33 of the North Carolina Nonprofit Corporation Act.

ARTICLE TWELVE

Conflicts of Interest

- 12.1 Conflicts of Interest. The Corporation and its directors are subject to the definitions, disclosure requirements and procedures set forth in Section 55A-8-31 of the North Carolina Nonprofit Corporation Act, as amended from time to time, regulating “conflict of interest transactions” between Board members and the corporation.

ARTICLE THIRTEEN

Miscellaneous

- 13.1 Books and Records. The corporation shall keep correct and complete books and record of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors. The corporation shall keep at its principal office a record giving the names and addresses of the Directors and officers, articles, bylaws, Board resolutions, minutes of meetings, records of actions, financial statements, annual reports and any other information required under North Carolina law.
- 13.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.
- 13.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.
- 13.4 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then so far as is reasonable and possible:
- (a) The remainder of these bylaws shall be considered valid and operative; and
 - (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.
- 13.5 Table of Contents; Headings. The table of contents and headings are for organization and convenience and clarity. In these bylaws, they shall be subordinated to the other written material.

13.6 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE FOURTEEN
Amendments

14.1 Power to Amend Bylaws. Any action respect to the bylaws must be approved by the Board of Directors of the corporation.